

BY-LAWS
OF
GRATITUDE AMERICA, LTD.

ARTICLE I
PURPOSE

The Corporation is organized and operated exclusively for one or more of the purposes specified in §501 (c)(3) of the Internal Revenue Code of 1986 as amended, as applicable to the U.S. Virgin Islands (the "Code") including, but not limited to, raising funds for charitable organizations in the U.S. Virgin Islands and to carry out any other activities in the U.S. Virgin Islands that may lawfully be carried out by a U.S. Virgin Islands non-profit corporation incorporated under Chapter 3, Title 13 of the Virgin Islands Code.

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal taxation under §501 (c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

The Corporation shall have all powers incident or necessary to carry into effect the objectives set forth above and generally to perform all acts deemed necessary to achieve those objectives and to exercise all powers permitted to corporations organized under the laws of the United States Virgin Islands.

ARTICLE II
OFFICES

The Corporation may have such offices as the Board of Directors may require. The initial principal office shall be located at 9100 Havensight, Port of Sale, Suite 15-16, St. Thomas, U.S. Virgin Islands 00802.

ARTICLE III
MEMBERS

1: The first members of the corporation shall consist of the members of the original Board of Directors of the Corporation, unless they have resigned or their membership is otherwise terminated.

2. New members may be admitted with the approval of a majority of the then existing membership. All resolutions relating to the admission of new members adopted by the members of the Corporation shall be affixed to the By-Laws of the Corporation and shall be deemed to be a part thereof. The members may prescribe the amount and manner of imposing and collecting any initiation fees, dues or other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership.

3. The Board of Directors may cause to be issued to the members, certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or a facsimile thereof.

ARTICLE IV
MEETING OF MEMBERS

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1. ANNUAL MEETING. An annual meeting of the membership shall be held on the third Thursday in the month of November in each year beginning with the year 2012. The Board of Directors shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.

2. SPECIAL MEETINGS. Special Meetings of the members may be called by the President or the Board of Directors.

3. NOTICE OF MEETINGS. Written notice shall be mailed to each member, not less than 10 days nor more than 60 days before the date set for the annual meeting and not less than 10 days before the date of any special meeting.

Such notice shall state the place, day and hour of the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the holding of elections and for the transaction of such other business as may

properly come before the meeting. Notices of Special Meetings shall state the purpose or purposes for which the meeting is called.

Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

4. QUORUM. Two-thirds (2/3) of the membership must be present at any membership meeting before business may be conducted. However, if a quorum is not present, a majority of the members present at the meeting may adjourn the meeting from time to time without further notice.

5. VOTING. At all meetings, except for the election of Directors, the membership will vote by a showing of hands. Written ballots will be used for all elections. Except as otherwise set forth in these By-Laws, all action requiring the vote of the members, including the election of members of the Board of Directors, must be approved by majority vote of the members attending a meeting at which a quorum is present. Any member may vote by written proxy.

ARTICLE V
BOARD OF DIRECTORS

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1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors. Directors do not need to be members of the Corporation or residents of the territory of incorporation. The Initial Board of Directors Shall be: President Jeffrey E. Epstein, Treasurer Darren Indyke, and Secretary Erika A. Kellermans.

2. BOARD MEMBERS. The number of Directors shall not be less than three. Each director shall hold office until his or her successor is elected at the annual meeting of the membership, and duly qualified, subject to earlier termination by removal or resignation. The Board shall consist of all officers along with such other trustee positions as determined by the membership at their annual meeting.

3. REGULAR MEETINGS. The Board of Directors shall hold their annual meeting immediately after, and at the same place as the annual meeting of members. The Board may provide by resolution for additional regular meetings to be held without notice except as provided by the resolution itself.

4. SPECIAL MEETINGS. Any two Directors may call for special meetings of the Board and fix the time and place for said meetings.

5. NOTICE. Directors shall be notified of any special meeting by advance notice in writing which shall be sent by mail or personally delivered at least seven days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice is waived by written waiver or attendance at the meeting without protest.

6. QUORUM. A majority of the Directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

7. VACANCIES. Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board. A trustee so elected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

If additional Directors are to be elected to increase the size of the Board, this shall be done by election at the annual meeting of the membership.

8. COMPENSATION. The Board may provide that a salary or other compensation be paid to any trustee or other employee for his or her services. The Board may also provide by resolution that any corporate agent be indemnified for expenses and costs, including legal fees which were necessarily incurred in connection with any claim asserted against him or her by reason of his or her being or having been a corporate agent. However, no indemnification shall be allowed if the trustee was guilty of misconduct regarding the matter in which indemnity is sought.

9. REMOVAL. The Board of Directors may remove any director or officer at any time if, in its judgment, the best interests of the Corporation would be served thereby.

ARTICLE VI

OFFICERS

1. OFFICERS. The officers of the Corporation shall be as follows:

♦ President: Jeffrey E. Epstein

♦ Secretary: Erika A. Kellehals

♦ Treasurer

Darren Indyke

Any two or more offices may be held by the same person except the offices of President and Secretary.

2. TERM: The initial officers shall be elected by the Board of Directors at their initial organizational meeting. Thereafter, the officers shall be elected annually by the Board of Directors at their annual meeting. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall remain in office until his or her successor is elected and qualified; subject to earlier termination by removal or resignation.

3. PRESIDENT: The President shall be the principal officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the membership and the Board of Directors. He or she shall have all such powers as may reasonably be construed as belonging to the chief executive of a non-profit corporation.

4. SECRETARY: The Secretary shall keep the minutes and records of the Corporation in appropriate books; see that all notices are given in accordance with these By-Laws or as provided by law; keep the seal of the Corporation and affix same to corporate documents; keep a list of all members and their mailing addresses and, in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the President or the Board of Directors.

5. TREASURER: The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, and, in general, perform all duties incidental to the office of Treasurer and other duties as may be assigned by the President or the Board of Directors.

ARTICLE VII

COMMITTEES

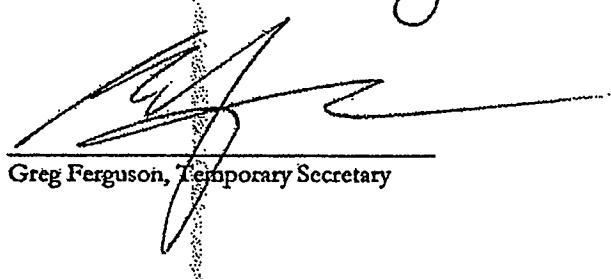
1. COMMITTEES: The Board of Directors may, by resolution of a majority of the Board, establish committees of two or more Directors to conduct the management of the Corporation. Other committees shall be established consisting of members of the Corporation, but may not exercise the authority of the Board of Directors in the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Directors.

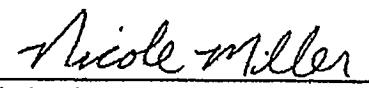
ARTICLE IX
AMENDMENTS

These By-Laws may be amended or repealed by an affirmative vote of at least two-thirds (2/3) of all members.

Adopted this 13 day of April, 2012


Brett Geary, Temporary Chairman


Greg Ferguson, Temporary Secretary


Nicole Miller

Nicole Miller, Temporary Treasurer

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